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OF COUNSEL  
URBAN A. LESTER

August 23, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 34083 FILED  
AUG 23 '02 3-30 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Sublease Supplement Lot No. 1 (SCRRA 2002-W1), dated as of August 22, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement (SCRRA 2002-W1) which is being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Sublessor: SCRRA Rail Statutory Rail Trust 2002-W1  
c/o State Street Bank and Trust Company  
of California, National Association  
Library Tower  
633 West Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, CA 90071

Sublessee: Southern California Regional Rail Authority  
700 South Flower Street  
Suite 2600  
Los Angeles, CA 90017

Mr. Vernon A. Williams  
August 23, 2002  
Page Two

A description of the railroad equipment covered by the enclosed document is:

Four (4) locomotives 884 – 887

A short summary of the document to appear in the index is:

Memorandum of Sublease Supplement Lot No. 1 (SCRRA 2002-W1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr  
Enclosures

**MEMORANDUM OF SUBLEASE SUPPLEMENT LOT NO. 1 (SCRRA 2002-W1)**

Memorandum of Sublease Supplement Lot No. 1 (SCRRA 2002-W1), dated as of August 22, 2002 between **SCRRA RAIL STATUTORY TRUST 2002-W1**, a Connecticut statutory trust, as Sublessor (the "**Sublessor**"), and **SOUTHERN CALIFORNIA REGIONAL RAIL AUTHORITY**, a California joint powers entity organized pursuant to the Enabling Act and the laws of the State of California, as Sublessee (the "**Sublessee**").

**WITNESSETH:**

The undersigned have entered into that certain Sublease Supplement Lot No. 1 (SCRRA 2002-W1), dated as of August 22, 2002, whereby the Sublessor has agreed to lease to the Sublessee and the Sublessee has agreed to lease from the Sublessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

Remainder of page intentionally left blank

RECORDATION NO. 24083-C FILED

AUG 23 '02 3-30 PM

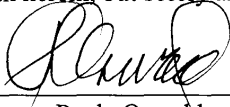
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Sublessor and the Sublessee have each caused this Memorandum of Sublease Supplement Lot No. 1 to be duly executed by their respective authorized officers on the day and year first above written.

SUBLESSOR:

SCRRA RAIL STATUTORY TRUST 2002-W1

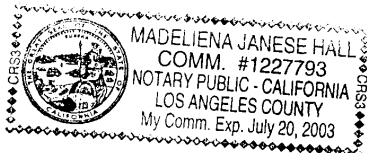
By: State Street Bank and Trust Company of  
California, National Association, not in its  
individual capacity except as expressly set  
forth herein, but solely as Trustee

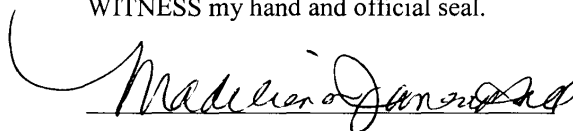
By:   
Name: Paula Oswald  
Title: Vice President

STATE OF CALIFORNIA           )  
  ) ss.  
COUNTY OF LOS ANGELES    )

On August 5, 2002, before me, Madeliena Janese Hall, personally appeared  
Paula Oswald, personally known to me ~~or proved to me on the basis of satisfactory~~  
~~evidence~~ to be the person~~(s)~~ whose name~~(s)~~ is subscribed to the within instrument and  
acknowledged to me that she executed the same in her authorized capacity~~(ies)~~ and that by her  
signature~~(s)~~ on the instrument, the person~~(s)~~ or the entity upon behalf of which the person~~(s)~~  
acted, executed the instrument.

WITNESS my hand and official seal.





My commission expires on July 20, 2003

SUBLESSEE:

SOUTHERN CALIFORNIA REGIONAL RAIL  
AUTHORITY

By: [Signature]  
Name: David R. Solow  
Title: Chief Executive Officer

ACKNOWLEDGEMENT

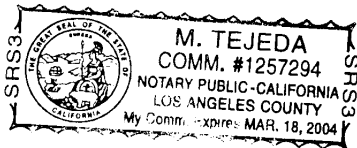
STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss.

On AUGUST 7, 2002, before me, M. TEJEDA, personally came DAVID R. SOLOW, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

[Signature]  
Notary Public

My commission expires on 3/18, 2004



**EXHIBIT A**

**DESCRIPTION OF RAILCARS; EQUIPMENT VALUES**  
**Lot No.1**

<b>Description of Item of Equipment</b>	<b>Serial Number</b>	<b>Equipment Value</b>
GM EMD F59PHI Locomotive	884	\$3,700,000
GM EMD F59PHI Locomotive	885	\$3,700,000
GM EMD F59PHI Locomotive	886	\$3,700,000
GM EMD F59PHI Locomotive	887	\$3,700,000